

McGLINCHEY STAFFORD  
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS  
HOUSTON  
BATON ROUGE  
JACKSON  
LAKE PROVIDENCE  
MONROE

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DIRECT DIAL:

June 9, 1999

Secretary  
Surface Transportation Board  
1925 K Street N.W., Room 704  
Washington, D.C. 20036  
Attn: Recordation

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 8, Nineteenth Supplement)

Dear Madam:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Nineteenth Supplement to Equipment Trust Agreement, a primary document, dated as of June 7, 1999, between Trinity Industries Leasing Company and The Bank of New York, as Trustee;
2. Two (2) executed originals of an Assignment, a primary document, dated June 7, 1999, between Trinity Industries Leasing company ("Assignor") and The Bank of New York, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated June 7, 1999, between Trinity Industries Leasing Company ("Seller") and The Bank of New York, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated June 7, 1999 between The Bank of New York, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Nineteenth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of September 9, 1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520 on September 10, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 17520-A and 17520-B, respectively; the First

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Supplement to Equipment Trust Agreement dated as of December 10, 1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-E on December 11, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 17520-C and 17520-D, respectively; the Second Supplement to Equipment Trust Agreement dated as of February 11, 1993 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-F on February 16, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 17520-G and 17520-H, respectively; the Third Supplement to Equipment Trust Agreement dated as of August 30, 1993, between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-J on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 17520-K and 17520-L; the Fourth Supplement to Equipment Trust Agreement dated as of February 16, 1994 between Trinity Industries Leasing Company and the Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-N on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 17520-O and 17520-P; the Fifth Supplement to Equipment Trust Agreement dated as of September 22, 1994, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-R on September 28, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 17520-S and 17520-T; the Sixth Supplement to Equipment Trust Agreement dated as of September 20, 1995, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-V on September 22, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 17520-W and 17520-X; the Seventh Supplement to Equipment Trust Agreement dated as of December 21, 1995, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-Z on December 26, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 17520-AA and 17520-BB; the Eighth Supplement to Equipment Trust Agreement dated as of February 16, 1996, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-DD on February 23, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 17520-EE and 17520-FF; the Ninth Supplement to Equipment Trust Agreement dated as of April 19, 1996, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-HH on April 24, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 17520-II and 17520-JJ; the Tenth Supplement to Equipment Trust Agreement dated as of December 5, 1996, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-LL on December 19, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 17520-MM and 17520-NN; the Eleventh Supplement to Equipment Trust Agreement dated as of January 21, 1997, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-PP on January 24, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 17520-QQ and 17520-

RR; the Twelfth Supplement to Equipment Trust Agreement dated as of July 7, 1997, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-TT on July 11, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 17520-UU and 17520-VV; and the Thirteenth Supplement to Equipment Trust Agreement dated as of December 19, 1997, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-XX on December 31, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 17520-YY and 17520-ZZ; and the Fourteenth Supplement to Equipment Trust Agreement dated as of March 23, 1998, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-BBB on March 26, 1998, along with an Assignment and Bill of Sale under Recordation Nos. 17520-CCC and 17520-DDD; the Fifteenth Supplement to Equipment Trust Agreement dated as of May 22, 1998, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-FFF on May 28, 1998, along with an Assignment and Bill of Sale under Recordation Nos. 17520-GGG and 17520-HHH; the Sixteenth Supplement to Equipment Trust Agreement dated as of July 6, 1998, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-JJJ on July 9, 1998, along with an Assignment and Bill of Sale under Recordation Nos. 17520-KKK and 17520-LLL; and the Seventeenth Supplement to Equipment Trust Agreement dated as of December 9, 1998, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-NNN on December 16, 1998, along with an Assignment and Bill of Sale under Recordation Nos. 17520-OOO and 17520-PPP; and the Eighteenth Supplement to Equipment Trust Agreement dated as of January 13, 1999, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-RRR on January 19, 1999, along with an Assignment and Bill of Sale under Recordation Nos. 17520-SSS and 17520-TTT.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to the railcars and the leases thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to Trinity Industries Leasing Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of The Bank of New York, the Trustee is 101 Barclay Street, 21st Floor, New York, New York 10007.

The railroad equipment covered by the Nineteenth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$104.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Nineteenth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Nineteenth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Nineteenth Supplement to Equipment Trust Agreement, a primary document, dated as of June 7, 1999, between Trinity Industries Leasing Company (as vendor and lessee), and The Bank of New York, as Trustee, and covering various railroad cars, and (ii) Assignment, a primary document, dated June 7, 1999, between Trinity Industries Leasing Company (as Assignor), and The Bank of New York, as Trustee, and covering various railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated June 7, 1999, between Trinity Industries Leasing Company (as Seller), and The Bank of New York, as Trustee (as Buyer), and covering various railroad cars, and connected to the Nineteenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated June 7, 1999, between The Bank of New York, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of September 9, 1991 referred to above.

Very truly yours,



Richard A. Fogel

Enclosures

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**BILL OF SALE**

(Series 8-19)

**THE BANK OF NEW YORK,  
AS TRUSTEE  
TO**

**TRINITY INDUSTRIES LEASING COMPANY**

The Bank of New York, as Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of September 9, 1991 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated June 7, 1999, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the railroad cars (the "Trust Equipment") covered by the Railroad Car Net Lease Agreements as described on Exhibits A and B hereto, together with all right, title and interest of the Trustee in and to the existing lease or sublease in respect of the Trust Equipment as described on Exhibit A hereto (the "Existing Lease").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, the Bank of New York as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 8 day of June, 1999.

**THE BANK OF NEW YORK**

By:

  
Vice President

Attest:

  
Assistant Vice President

17520-YYY

STATE OF NEW YORK           §  
   §  
COUNTY OF NEW YORK       §

On this 8 day of June, 1999, before me personally appeared REMO J. REALE, to me personally known, who being by me duly sworn, says that he is the Vice President of The Bank of New York, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Signature of Notary Public

My Commission Expires:

\_\_\_\_\_  
**WILLIAM J. CASSELS**  
Notary Public, State of New York  
No. 01CA5027729  
Qualified in Bronx County  
Commission Expires May 16, 2000

## EXHIBIT A

1. Railroad Car Lease Agreement, dated March 19, 1984, between Trinity Industries Leasing Company and Gulf Oil Corporation (acquired by Chevron USA) covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	30,000 Gal. 111A100W1 Tank Car	TILX 190090

2. Railroad Car Lease Agreement, dated July 11, 1991, between Trinity Industries Leasing Company and Celtran, Inc., a subsidiary of Hoechst Celanese Corporation covering the following described railroad cars (Partial Riders 3 & 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
9	30,000 Gal. 111A100W1 Tank Cars	TILX 190037, 190041 TILX 190042, 190044 TILX 190046-190050

EXHIBIT B  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1 Tank Car	111A100W1	30,000 Gal.	TILX 190090	09/89
9 Tank Cars	111A100W1	30,000 Gal.	TILX 190037, 190041 TILX 190042, 190044 TILX 190046-190050	03/84